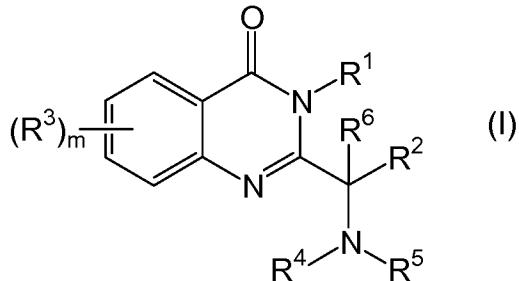


Amendments to the Claims

The following listing of claims will replace all prior versions and listings of claims in the application.

Listing of Claims:

1. (Currently amended) A compound of formula (I):



wherein:

m is an integer from 0 to 4;

R¹ is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -OR⁷ or -N(R⁸)R⁹, with the proviso that R¹ is not 3- or 4-(1,1,1,3,3,3-hexafluoro-2-hydroxy-2-propyl)phenyl;

R², R⁴, R⁵ and R⁶ are selected from (a) and (b) as follows:

(a) R² and R⁶ are selected from (i) and (ii) as follows: (i) R² and R⁶ are each independently hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, or optionally substituted heterocyclylalkyl; or (ii) R² and R⁶ together form optionally substituted alkylene or optionally substituted alkenylene; and

R⁴ and R⁵ are selected from (i) and (ii) as follows: (i) R⁴ and R⁵ are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted

alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -N(R⁸)R⁹), -OR⁷, -S(O)_jR¹¹ where j is 1 or 2, -B(R²²)₂, -P(R²²)₂, -P(O)(R²²)₂ and -C(E)R²³, where E is selected from O, S and NR⁷; or (ii) R⁴ and R⁵ together form optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkyleneoxyalkylene or optionally substituted alkyleneazaalkylene; or

(b) R² and R⁵, or R² and R⁴, or R⁶ and R⁵, or R⁶ and R⁴, together form a 4, 5, 6 or 7 membered optionally substituted heterocyclyl group, or a 5 or 6 membered optionally substituted heteroaryl group; and the remainder of R², R⁴, R⁵ and R⁶ are each independently selected as in (i) above;

each R³ is independently selected from the group consisting of halo, pseudohalo, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -N(R¹²)R¹³, -OR¹⁴, -C(E)R¹⁵ where E is O, S or NR⁷, and -S(O)_yR¹⁶ where y is 0, 1 or 2;

or any two R³ groups, which substitute adjacent carbons on the ring, together form optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkylenedioxy, optionally substituted thioalkylenoxy, or optionally substituted alkylenedithioxy;

each R⁷ is independently selected from the group consisting of hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, and optionally substituted heterocyclylalkyl;

R⁸ and R⁹ are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl,

optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -S(O)_jR¹⁰ where j is 1 or 2, and -C(M)R¹¹, where M is selected from O and S;

or R⁸ and R⁹ together form alkylene, alkenylene, alkyleneoxyalkylene or alkyleneazaalkylene;

each R¹⁰ is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, and optionally substituted heterocyclylalkyl;

each R¹¹ is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -OR¹⁰ and -N(R⁷)₂;

R¹² and R¹³ are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -C(M)R¹⁷ where M is O or S, and -S(O)_jR¹⁸ where j is 1 or 2;

or R¹² and R¹³ together form optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkyleneoxyalkylene or optionally substituted alkyleneazaalkylene;

R¹⁴ is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted

aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl or -C(M)R¹⁷ where M is O or S;

R¹⁵ is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OH, -OR¹⁴ or -N(R¹²)R¹³;

R¹⁶ is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OH, -OR¹⁹ or -N(R²⁰)R²¹;

R¹⁷ is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OR¹⁹ or -N(R²⁰)R²¹;

R¹⁸ is optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OR¹⁹ or -N(R²⁰)R²¹;

R¹⁹ is alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl or heteroaralkyl;

R²⁰ and R²¹ are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl,

or R²⁰ and R²¹ together form alkylene, alkenylene, alkyleneoxyalkylene or alkyleneazaalkylene;

each R²² is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -OR⁷ and -N(R⁷)₂;

R²³ is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -OR¹⁰, -N(R⁷)₂, or -N(R⁷)N(R⁷)₂;

wherein each of the above R¹-R²³ groups, when substituted, are substituted with one or more substituents each independently selected from Q¹, where Q¹ is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, carboxy, carboxyalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyldiarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, cycloalkylcarbonyl, heterocyclylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxy carbonyl, alkoxy carbonylalkyl, aryloxycarbonyl, aryloxycarbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyoxy, heterocyclylalkoxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyoxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxy carbonyloxy, aryloxycarbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylamino carbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl,

alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminooalkyl, aryloxycarbonylaminooalkyl, aryloxyarylcarbonylamino, aryloxycarbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclsulfonylamino, heteroarylthio, azido, $-N^+(R^{24})_3$, $-P(R^{25})_2$, $-P(O)(R^{25})_2$, $-OP(O)(R^{25})_2$, $-N(R^{24})C(O)R^{26}$, dialkylphosphonyl, alkylarylpromophonyl, diarylpromophonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, carboxyalkylthio, thiocyanato, isothiocyanato, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxyulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxyulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q¹ groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form **alkylenedioxy** (*i.e.*, $-O-(CH_2)_y-O-$), **thioalkylenoxy** (*i.e.*, $-S-(CH_2)_y-O-$), or **alkylenedithioxy** (*i.e.*, $-S-(CH_2)_y-S-$), where y is 1 or 2; or two Q¹ groups, which substitute the same atom, together form alkylene;

each R²⁴ is independently selected from the group consisting of hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycl and heterocyclalkyl;

each R²⁵ is independently selected from the group consisting of hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocycl, aryl and $-N(R^{27})R^{28}$,

R²⁶ is alkoxy, aralkoxy, alkyl, heteroaryl, heterocycl, aryl or $-N(R^{27})R^{28}$;

R²⁷ and R²⁸ are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocycl,

or R²⁷ and R²⁸ together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

and each Q¹ is optionally substituted by one or more substituents selected from Q²; where each Q² is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, carboxy, carboxyalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocycl, heterocyclalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl,

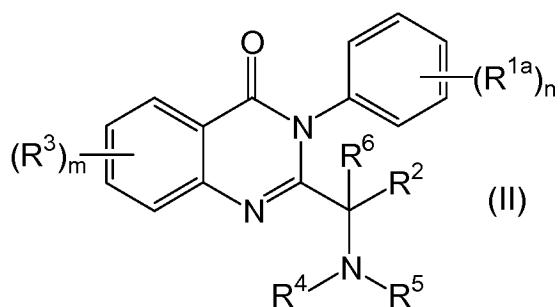
heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyldiarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxycarbonyl, aryloxycarbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclloxy, heterocyclalkoxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyoxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminoxy, diarylaminocarbonyloxy, guanidino, isothioureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxycarbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxycarbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclsulfonylamino, heteroarylthio, azido, $-N^+(R^{24})_3$, $-P(R^{25})_2$, $-P(O)(R^{25})_2$, $-OP(O)(R^{25})_2$, $-N(R^{24})C(O)R^{26}$, dialkylphosphonyl, alkylarylphtosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, carboxyalkylthio, thiocyano, isothiocyanato, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxyssulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxyssulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q² groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy (*i.e.*, $-O-(CH_2)_y-O-$), thioalkylenoxy (*i.e.*, $-S-(CH_2)_y-O-$) or alkylenedithioxy (*i.e.*, $-S-(CH_2)_y-S-$) where y is 1 or 2; or two Q² groups, which substitute the same atom, together form alkylene,

where R²⁴, R²⁵, R²⁶, R²⁷ and R²⁸ are as defined above;

as a stereoisomer, racemate or mixture thereof; or as a pharmaceutically acceptable derivative salt thereof;

with the proviso that the compound of formula (I) can not be *N*-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzamide.

2. (Currently amended) ~~The compound of claim 1 wherein the compound of formula (I) is a-A~~ compound of formula (II):



wherein:

n is an integer from 0 to 5;

m is an integer from 0 to 4;

each R^{1a} and R³ are independently selected from the group consisting of halo, pseudohalo, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -N(R¹²)R¹³, -OR¹⁴, -C(E)R¹⁵ where E is O, S or NR⁷, and -S(O)_yR¹⁶ where y is 0, 1 or 2, with the proviso that R^{1a} is not 3- or 4-C(OH)(CF₃)₂;

or any two R^{1a} groups or R³ groups, which substitute adjacent carbons on the ring, together with atoms to which they are attached, form optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted heteroaryl, or optionally substituted aryl;

R², R⁴, R⁵ and R⁶ are selected from (a) and (b) as follows:

(a) R² and R⁶ are selected from (i) and (ii) as follows: (i) R² and R⁶ are each independently hydrogen or optionally substituted alkyl; or (ii) R² and R⁶ together form alkylene or alkenylene;

R^4 and R^5 are selected from (i) and (ii) as follows: (i) R^4 and R^5 are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, $-N(R^8)R^9$, $-OR^7$, $S(O)_jR^{11}$ where j is 1 or 2, $-B(R^{22})_2$, $-P(R^{22})_2$, $-P(O)(R^{22})_2$, and $-C(E)R^{23}$ where E is selected from O, S and NR⁷; or (ii) R^4 and R^5 together form optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkyleneoxyalkylene or optionally substituted alkyleneazaalkylene;

(b) R^2 and R^5 , or R^2 and R^4 , or R^6 and R^5 , or R^6 and R^4 , together form a 5, 6 or 7 membered optionally substituted heterocyclyl group, or a 5 or 6 membered optionally substituted heteroaryl group; and the remainder of R^2 , R^4 , R^5 and R^6 are each independently selected as in (i) above;

each R^7 is independently selected from the group consisting of hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, and optionally substituted heterocyclylalkyl;

R^8 and R^9 are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, $-S(O)_jR^{10}$ where j is 1 or 2, and $-C(M)R^{11}$, where M is selected from O and S;

or R^8 and R^9 together form alkylene, alkenylene, alkyleneoxyalkylene or alkyleneazaalkylene;

each R¹⁰ is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, and optionally substituted heterocyclalkyl;

each R¹¹ is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OR¹⁰ and -N(R⁷)₂;

R¹² and R¹³ are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -C(M)R¹⁷ where M is O or S, and -S(O)_jR¹⁴ where j is 1 or 2;

or R¹² and R¹³ together form alkylene, alkenylene, alkyleneoxyalkylene or alkyleneazaalkylene;

R¹⁴ is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl or -C(M)R¹⁷ where m is O or S;

R¹⁵ is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OH, -OR¹⁹ or -N(R²⁰)R²¹;

R^{16} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -OH, -OR¹⁹ or -N(R²⁰)R²¹;

R^{17} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -OR¹⁹ or -N(R²⁰)R²¹;

R^{18} is optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -OR¹⁹ or -N(R²⁰)R²¹;

R^{19} is alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl or heteroaralkyl;

R^{20} and R^{21} are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl,

or R^{20} and R^{21} together form alkylene, alkenylene or alkyleneoxyalkylene;

each R^{22} is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -OR⁷ and -N(R⁷)₂;

R^{23} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl,

optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -OR¹⁰, -N(R⁷)₂, -N(R⁷)N(R⁷)₂;

wherein each of the above R¹-R²³ groups, when substituted, are substituted with one or more substituents each independently selected from Q¹, where Q¹ is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, carboxy, carboxyalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyldiarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxy carbonyl, alkoxy carbonylalkyl, aryloxycarbonyl, aryloxycarbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclxyloxy, heterocyclylalkoxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyoxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxy carbonyloxy, aryloxycarbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylamino carbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylaryl amino, alkylcarbonylamino, alkoxy carbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonyl amino, arylcarbonyl aminoalkyl, aryloxycarbonyl aminoalkyl, aryloxyaryl carbonyl amino, aryloxycarbonyl amino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclsulfonylamino, heteroarylthio, azido, -N⁺(R²⁴)₃, -P(R²⁵)₂, -P(O)(R²⁵)₂, -OP(O)(R²⁵)₂, -N(R²⁴)C(O)R²⁶, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, carboxyalkylthio, thiocyanato, isothiocyanato, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxy sulfonyloxy,

aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylamino sulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxy sulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylamino sulfonyl; or two Q¹ groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form **alkylenedioxy** (*i.e.*, -O-(CH₂)_y-O-), **thioalkyleneoxy** (*i.e.*, -S-(CH₂)_y-O-) or **alkylenedithioxy** (*i.e.*, -S-(CH₂)_y-S-) where y is 1 or 2; or two Q¹ groups, which substitute the same atom, together form alkylene;

each R²⁴ is independently selected from the group consisting of hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl and heterocyclylalkyl;

each R²⁵ is independently selected from the group consisting of hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl and -N(R²⁷)R²⁸,

R²⁶ is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or -N(R²⁷)R²⁸;

R²⁷ and R²⁸ are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl,

or R²⁷ and R²⁸ together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

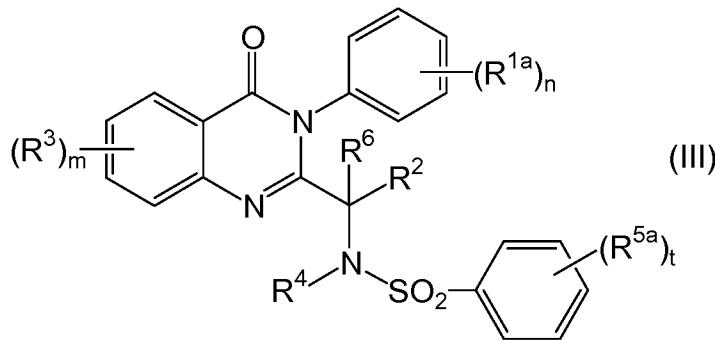
and each Q¹ is optionally substituted by one or more substituents selected from Q²; where each Q² is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, carboxy, carboxyalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyldiarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxy carbonyl, alkoxy carbonylalkyl, aryloxycarbonyl, aryloxycarbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyoxy, heterocyclylalkoxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyoxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxy carbonyloxy, aryloxycarbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy,

alkylarylamino carboxyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylamoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxy carbonylamino, aralkoxy carbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxycarbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxycarbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclsulfonylamino, heteroarylthio, azido, $-N^+(R^{24})_3$, $-P(R^{25})_2$, $-P(O)(R^{25})_2$, $-OP(O)(R^{25})_2$, $-N(R^{24})C(O)R^{26}$, dialkylphosphonyl, alkylarylphtosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, carboxyalkylthio, thiocyano, isothiocyanato, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxy sulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxy sulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylamino sulfonyl; or two Q² groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form ~~alkylene dioxy~~ (*i.e.*, $-O-(CH_2)_y-O-$), ~~thioalkylene oxy~~ (*i.e.*, $-S-(CH_2)_y-O-$) or ~~alkylene dithioxy~~ (*i.e.*, $-S-(CH_2)_y-S-$) where y is 1 or 2; or two Q² groups, which substitute the same atom, together form alkylene;

where R²⁴, R²⁵, R²⁶, R²⁷ and R²⁸ are as defined above;

as a stereoisomer, racemate or mixture thereof; or as a pharmaceutically acceptable derivative salt thereof.

3. (Currently amended) The compound of claim 2 wherein the compound of formula (II) is a compound of formula (III):



wherein:

n is an integer from 0 to 5;

m is an integer from 0 to 4;

t is an integer from 0 to 5;

each R^{1a} is independently selected from the group consisting of alkyl, hydroxy, alkoxy, alkoxyalkoxy, aralkoxy, amino, alkylamino, dialkylamino, halo, haloalkyl, haloalkoxy, cyano, carboxy, alkoxycarbonyl, alkoxycarbonylalkoxy, heteroaryl, heterocyclyl, heterocyclylalkoxy, and aryl (optionally substituted by one or more substituents selected from the group consisting of alkyl, alkoxy, halo, cyano, carboxy, cyano, and alkoxycarbonyl);

R² is hydrogen or alkyl; alkyl'

each R³ is independently selected from the group consisting of alkyl, alkoxy, halo, hydroxy, aralkoxy, alkoxycarbonylalkoxy, aryl (optionally substituted by one or more substituents independently selected from the group consisting of alkyl, halo, alkoxy, carboxy, alkoxycarbonyl, cyano), heteroaryl and heterocyclyl;

R⁴ is hydrogen or alkyl;

each R^{5a} is independently selected from the group consisting of alkyl, alkoxy, halo, alkylcarbonyl, haloalkyl, haloalkoxy, aryl, cyano, carboxy, alkoxycarbonyl, nitro, and -N(R²⁴)C(O)R²⁶;

or two adjacent R^{5a} groups form phenyl, 5-6 membered heteroaryl, O-(CH₂)_y-O-, -S-(CH₂)_y-O-, or -S-(CH₂)_y-S- an aryl, heterocyclyl or heteroaryl; and

R⁶ is hydrogen or alkyl.

4. (Currently amended) The compound of claim 3 wherein m is 0 or 1, n is 1 and R^{1a} is independently selected from alkoxy, halo, haloalkyl, haloalkoxy, cyano, optionally substituted aryl, aryl (optionally substituted by one or more substituents independently selected from the group consisting of alkyl, halo, alkoxy, carboxy, alkoxy carbonyl, cyano), heterocyclyl, and heteroaryl.

5. (Currently amended) The compound of claim 4 selected from the group consisting of the following:

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]benzenesulfonamide; N-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-4-methylbenzenesulfonamide;
4-tert-butyl-N-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzenesulfonamide;
4-methoxy-N-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzenesulfonamide;
4-chloro-N-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzenesulfonamide;
4-tert-butyl-N-{1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzenesulfonamide;
N-{1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4,N-dimethylbenzenesulfonamide;
4-(1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl)-methylsulfamoyl)-benzoic acid;
4-tert-butyl-N-{1-[3-(4-methoxyphenyl)-8-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzenesulfonamide;
4-isopropyl-N-{1-[3-(4-methoxyphenyl)-8-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzenesulfonamide;
biphenyl-4-sulfonic acid {1-[3-(4-methoxyphenyl)-8-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

N-{1-[3-(4-methoxyphenyl)-8-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4,*N*-dimethylbenzenesulfonamide;

4-methoxy-*N*-{1-[3-(4-methoxyphenyl)-8-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-butyl-*N*-{1-[3-(4-methoxyphenyl)-8-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(4-methoxyphenyl)-8-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-4-trifluoromethylbenzenesulfonamide;

2,4,6-trichloro-*N*-{1-[3-(4-methoxyphenyl)-8-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-5-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-isopropyl-*N*-{1-[3-(4-methoxyphenyl)-5-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(4-methoxyphenyl)-5-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

N-{1-[3-(4-methoxyphenyl)-5-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4,*N*-dimethylbenzenesulfonamide;

4-methoxy-*N*-{1-[3-(4-methoxyphenyl)-5-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-butyl-*N*-{1-[3-(4-methoxyphenyl)-5-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(4-methoxyphenyl)-5-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-4-trifluoromethylbenzenesulfonamide;

2,4,6-trichloro-*N*-{1-[3-(4-methoxyphenyl)-5-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-isopropyl-*N*-{1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

N-{1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4,*N*-dimethylbenzenesulfonamide;

4-methoxy-*N*-{1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-butyl-*N*-{1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-4-trifluoromethylbenzenesulfonamide;

2,4,6-trichloro-*N*-{1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[7-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[7-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

N-{1-[7-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-methoxy-*N*-methylbenzenesulfonamide;

N-{1-[7-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[7-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4,*N*-dimethylbenzenesulfonamide;

N-{1-[7-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-4-trifluoromethylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

N-{1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-methoxy-*N*-methylbenzenesulfonamide;

N-{1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4,*N*-dimethylbenzenesulfonamide;

N-{1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-4-trifluoromethylbenzenesulfonamide;

2,4,6-trichloro-*N*-{1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-isopropyl-*N*-{1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

N-{1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4,*N*-dimethylbenzenesulfonamide;

4-methoxy-*N*-{1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

~~benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;~~

~~4-*tert*-butyl-*N*{1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;~~

4-butyl-*N*-{1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-4-trifluoromethylbenzenesulfonamide;

2,4,6-trichloro-*N*-{1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[8-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-isopropyl-*N*-{1-[8-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[8-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[5-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-isopropyl-*N*-{1-[5-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[5-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[6-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-isopropyl-*N*-{1-[6-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[6-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[3-(3-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-isopropyl-*N*-{1-[3-(3-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(3-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[3-(2-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-isopropyl-*N*-{1-[3-(2-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(2-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[8-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[8-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[8-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[3-(4-ethoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-isopropoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-isobutoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-*n*-butoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-methoxy-*N*-{1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-methoxy-*N*-{1-[3-(4-cyanophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide; and

4-*tert*-butyl-*N*-{1-[7-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide|

4-tert-butyl-N-{1-[3-(4-chlorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzenesulfonamide;

N-{1-[3-(4-chlorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-methoxy-N-methylbenzenesulfonamide;

N-{1-[3-(4-bromophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-tert-butyl-N-methylbenzenesulfonamide;

4-tert-butyl-N-{1-[3-(4-cyanophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzenesulfonamide;

N-{1-[3-(4-bromophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-N-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(4-bromophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

N-{1-[3-(4-bromophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4,N-dimethylbenzenesulfonamide;

N-{1-[3-(4-bromophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-chloro-N-methylbenzenesulfonamide;

N-{1-[3-(4-bromophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methyl-4-trifluoromethylbenzenesulfonamide;

4-tert-butyl-N-methyl-N-{1-[4-oxo-3-(4-trifluoromethoxyphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}-benzenesulfonamide;

4-isopropyl-N-methyl-N-{1-[4-oxo-3-(4-trifluoromethoxyphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}-benzenesulfonamide;

biphenyl-4-sulfonic acid methyl-{1-[4-oxo-3-(4-trifluoromethoxyphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}-amide;

4-tert-butyl-N-{1-[3-(4-fluorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzenesulfonamide;

N-{1-[3-(4-fluorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-N-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(4-fluorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-*tert*-butyl-*N*-methyl-*N*-{1-[4-oxo-3-(4-trifluoromethylphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}-benzenesulfonamide;

4-isopropyl-*N*-methyl-*N*-{1-[4-oxo-3-(4-trifluoromethylphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}-benzenesulfonamide;

biphenyl-4-sulfonic acid methyl-{1-[4-oxo-3-(4-trifluoromethylphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}-amide;

N-{1-[3-(4-bromophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(4-bromophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-methoxy-*N*-methylbenzenesulfonamide;

N-[1-(3-biphenyl-4-yl-4-oxo-3,4-dihydroquinazolin-2-yl)ethyl]-4-*tert*-butyl-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(3'-methoxy-biphenyl-4-yl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(3'-chloro-biphenyl-4-yl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-{1-[3-(4'-methyl-biphenyl-4-yl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-benzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(2'-chloro-biphenyl-4-yl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4'-chloro-biphenyl-4-yl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(2'-methoxy-biphenyl-4-yl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4'-methoxy-biphenyl-4-yl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4'-(2-{1-[*(4-tert-butylbenzenesulfonyl)methylamino*]ethyl}-4-oxo-4*H*-quinazolin-3-yl)-biphenyl-4-carboxylic acid;

4-tert-butyl-N-{1-[3-(4'-cyano-biphenyl-4-yl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzenesulfonamide;

4-tert-butyl-N-methyl-N-{1-[4-oxo-3-(4-thiophen-3-ylphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}benzenesulfonamide;

4'-(2-{1-[*(4-tert-butylbenzenesulfonyl)methylamino*]ethyl}-4-oxo-4*H*-quinazolin-3-yl)-biphenyl-3-carboxylic acid methyl ester;

4'-(2-{1-[*(4-tert-butylbenzenesulfonyl)methylamino*]ethyl}-4-oxo-4*H*-quinazolin-3-yl)-biphenyl-4-carboxylic acid methyl ester;

4'-(2-{1-[(4-tert-butylbenzenesulfonyl)methylamino*]ethyl}-4-oxo-4*H*-quinazolin-3-yl)-biphenyl-3-carboxylic acid*;

4-tert-butyl-N-methyl-N-{1-[4-oxo-3-(4-pyrrolidin-1-ylphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}benzenesulfonamide;

4-tert-butyl-N-methyl-N-{1-[4-oxo-3-(4-piperidin-1-yl-phenyl)-3,4-dihydroquinazolin-2-yl]ethyl}benzenesulfonamide; and

4-tert-butyl-N-methyl-N-{1-[4-oxo-3-(4-thiophen-2-ylphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}benzenesulfonamide. |

6. (Original) The compound of claim 3 wherein m is 0 or 1, n is 1, 2 or 3 and each R^{1a} is selected from alkyl.

7. (Currently amended) The compound of claim 6 selected from the group consisting of the following:

quinoline-8-sulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

naphthalene-1-sulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

naphthalene-2-sulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

2-naphthalen-1-yl-ethanesulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-2,*N*-dimethylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-3,*N*-dimethylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4,*N*-dimethylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-C-phenyl-methanesulfonamide;

4-acetyl-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-3-trifluoromethylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-4-trifluoromethoxy-benzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-2,5,*N*-trimethylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-3,4-dimethoxy-*N*-methylbenzenesulfonamide;

N-[4-(*{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}*)*-methyl-sulfamoyl*]-phenyl]-acetamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-2,4,6,*N*-tetramethylbenzenesulfonamide;

~~2-phenylethenesulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide; 2,2,5,6,8-pentamethyl chroman-7-sulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;~~

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-3,4-difluoro-*N*-methylbenzenesulfonamide;

3-chloro-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-2,*N*-dimethylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-5-fluoro-2,*N*-dimethylbenzenesulfonamide;

~~3,5-dimethyl isoxazole 4 sulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;~~

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-4-trifluoromethylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-3-fluoro-*N*-methylbenzenesulfonamide;

2,4,6-trichloro-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

3-chloro-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-fluoro-*N*-methylbenzenesulfonamide;

2-chloro-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

5-chloro-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-2-methoxy-*N*-methylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-2,5-dimethoxy-*N*-methylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-2,3,4-trifluoro-*N*-methylbenzenesulfonamide;

3-chloro-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-cyano-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-butyl-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-(1,1-dimethyl-propyl)-*N*-methylbenzenesulfonamide;

4-butoxy-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

~~*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-3-methoxy-*N*-methylbenzenesulfonamide;~~

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-2-methoxy-4,*N*-dimethylbenzenesulfonamide;

4-chloro-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-2,5,*N*-trimethylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-methanesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-*N*-methylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-4-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-4-methoxybenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-methoxy-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-4-methoxy-*N*-methylbenzenesulfonamide;

4-chloro-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methylbenzenesulfonamide;

~~octane-1-sulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methylamide; quinoline-8-sulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methylamide;~~

naphthalene-1-sulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methylamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-2,*N*-dimethylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-3,*N*-dimethylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-4,*N*-dimethylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methyl-3-trifluoromethylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methyl-4-trifluoromethoxybenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-2,5,*N*-trimethylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-3,4-dimethoxy-*N*-methylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-2,4,6,*N*-tetramethylbenzenesulfonamide;

~~2,2,5,6,8-pentamethylchroman-7-sulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methylamide; *N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-3,4-difluoro-*N*-methylbenzenesulfonamide;~~

3-chloro-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-2,*N*-dimethylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-5-fluoro-2,*N*-dimethylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methyl-4-trifluoromethylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-3-fluoro-*N*-methylbenzenesulfonamide;

2,4,6-trichloro-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methylbenzenesulfonamide;

3-chloro-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-4-fluoro-*N*-methylbenzenesulfonamide;

2-chloro-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methylbenzenesulfonamide;

5-chloro-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-2-methoxy-*N*-methylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-2,5-dimethoxy-*N*-methylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-2,3,4-trifluoro-*N*-methylbenzenesulfonamide;

3-chloro-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methylamide;

4-cyano-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methylbenzenesulfonamide;

4-butyl-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-4-(1,1-dimethyl-propyl)-*N*-methylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-4-isopropyl-*N*-methylbenzenesulfonamide;

4-butoxy-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-3-methoxy-*N*-methylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-2-methoxy-4,*N*-dimethylbenzenesulfonamide;

4-chloro-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-2,5,*N*-trimethylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methyl-3,5-bis-trifluoromethylbenzenesulfonamide; and

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methyl-4-nitro-benzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(3,5-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(3,5-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(3,5-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

N-{1-[3-(3,5-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4,*N*-dimethylbenzenesulfonamide;

N-{1-[3-(3,5-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-methoxy-*N*-methylbenzenesulfonamide;

N-{1-[3-(3,5-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-chloro-*N*-{1-[3-(3,5-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(3,5-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-4-trifluoromethylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-*tert*-butyl-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(4-*tert*-butyl-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(4-*tert*-butyl-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-*tert*-butyl-*N*-methyl-*N*-[1-(4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4-isopropyl-*N*-methyl-*N*-[1-(4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

biphenyl-4-sulfonic acid methyl-[1-(4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]amide;

4-*tert*-butyl-*N*-[1-(6-methoxy-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-[1-(6-hydroxy-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]-*N*-methylbenzenesulfonamide;

N-[1-(6-bromo-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]-4-*tert*-butyl-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid [1-(6-bromo-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]methylamide;

N-[1-(6-bromo-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]-4-isopropyl-*N*-methylbenzenesulfonamide;

N-[1-(6-benzyloxy-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]-4-*tert*-butyl-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-[1-(6-isobutoxy-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]-*N*-methylbenzenesulfonamide;

N-[1-(6-butoxy-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]-4-*tert*-butyl-*N*-methylbenzenesulfonamide;

(2-{1-[{(4-*tert*-butylbenzenesulfonyl)methylamino]ethyl}-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-6-yloxy)acetic acid ethyl ester;

4-*tert*-butyl-*N*-[1-(6-ethoxy-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-4-oxo-6-thiophen-3-yl]-3,4-dihydroquinazolin-2-yl}ethyl]-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-[1-(4-oxo-6-phenyl-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-4-oxo-6-thiophen-2-yl]-3,4-dihydroquinazolin-2-yl}ethyl]-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-{1-[3-(2'-methyl-biphenyl-4-yl)-4-oxo-3,4-dihydroquinazolin-2-yl}ethyl}-benzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-{1-[3-(3'-methyl-biphenyl-4-yl)-4-oxo-3,4-dihydroquinazolin-2-yl}ethyl}-benzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-[1-(4-oxo-6-*o*-tolyl-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-[1-(4-oxo-3,6-di-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4-*tert*-butyl-*N*-{1-[6-(2-chlorophenyl)-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl}ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[6-(4-chlorophenyl)-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl}ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[6-(2-methoxyphenyl)-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl}ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[6-(3-methoxyphenyl)-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl}ethyl}-*N*-methylbenzenesulfonamide;

4-tert-butyl-N-{1-[6-(4-methoxyphenyl)-4-oxo-3-p-tolyl-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzenesulfonamide;

3-(2-{1-[(4-tert-butyl-benzenesulfonyl)methylamino]ethyl}-4-oxo-3-p-tolyl-3,4-dihydroquinazolin-6-yl)benzoic acid methyl ester;

4-(2-{1-[(4-tert-butyl-benzenesulfonyl)methylamino]ethyl}-4-oxo-3-p-tolyl-3,4-dihydroquinazolin-6-yl)-benzoic acid methyl ester;

3-(2-{1-[(4-tert-butylbenzenesulfonyl)methylamino]ethyl}-4-oxo-3-p-tolyl-3,4-dihydroquinazolin-6-yl)benzoic acid;

4-tert-butyl-N-{1-[6-(4-cyanophenyl)-4-oxo-3-p-tolyl-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzenesulfonamide;

4-tert-butyl-N-methyl-N-[1-(6-morpholin-4-yl-4-oxo-3-p-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide; and

4-tert-butyl-N-{1-[3-(4-methoxyphenyl)-4-oxo-6-m-tolyl-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzenesulfonamide;

4-tert-butyl-N-{1-[3-(4-methoxyphenyl)-4-oxo-6-pyrrolidin-1-yl-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzenesulfonamide;

4-[2-{1-[(4-tert-butyl-benzenesulfonyl)methylamino]ethyl}-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-6-yl]benzoic acid;

4-tert-butyl-N-methyl-N-[1-(4-oxo-6-piperidin-1-yl-3-p-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide; and

4-tert-butyl-N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzenesulfonamide; and

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzenesulfonamide.

8. (Canceled)

9. (Canceled)

10. (Original) The compound of claim 3 wherein m is 0 or 1, n is 0 or 1 and each R^{1a} is selected from carboxy, dialkylamino, hydroxy, alkoxyalkoxy, alkoxy carbonylalkoxy, aralkoxy, and heterocyclalkoxy.

11. (Original) The compound of claim 10 selected from the group consisting of the following:

4-(2-{1-[(4-*tert*-butyl-benzenesulfonyl)methylamino]ethyl}-4-oxo-4*H*-quinazolin-3-yl)-benzoic acid;

4-*tert*-butyl-N-{1-[3-(4-dimethylamino-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzenesulfonamide;

N-{1-[3-(4-dimethylamino-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-N-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(4-dimethylamino-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-*tert*-butyl-N-methyl-N-[1-(4-oxo-3-phenyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4-isopropyl-N-methyl-N-[1-(4-oxo-3-phenyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

biphenyl-4-sulfonic acid methyl-[1-(4-oxo-3-phenyl-3,4-dihydroquinazolin-2-yl)ethyl]amide;

N-methyl-N-[1-(4-oxo-3-phenyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4-methoxy-N-methyl-N-[1-(4-oxo-3-phenyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4,N-dimethyl-N-[1-(4-oxo-3-phenyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4-chloro-N-methyl-N-[1-(4-oxo-3-phenyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

N-methyl-*N*-[1-(4-oxo-3-phenyl-3,4-dihydroquinazolin-2-yl)ethyl]-4-trifluoromethylbenzenesulfonamide;

N-{1-[3-(4-benzyloxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-*tert*-butyl-*N*-methylbenzenesulfonamide;

N-{1-[3-(4-benzyloxy-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(4-benzyloxy-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-*tert*-butyl-*N*-{1-[3-(4-hydroxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[5-hydroxy-3-(4-hydroxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-(1-{4-oxo-3-[4-(2-piperidin-1-yl-ethoxy)phenyl]-3,4-dihydroquinazolin-2-yl}ethyl)benzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-(1-{3-[4-(2-morpholin-4-yl-ethoxy)phenyl]-4-oxo-3,4-dihydroquinazolin-2-yl}ethyl)benzenesulfonamide;

[4-(2-{1-[(4-*tert*-butylbenzenesulfonyl)methylamino]ethyl}-4-oxo-4*H*-quinazolin-3-yl)phenoxy]acetic acid ethyl ester; and

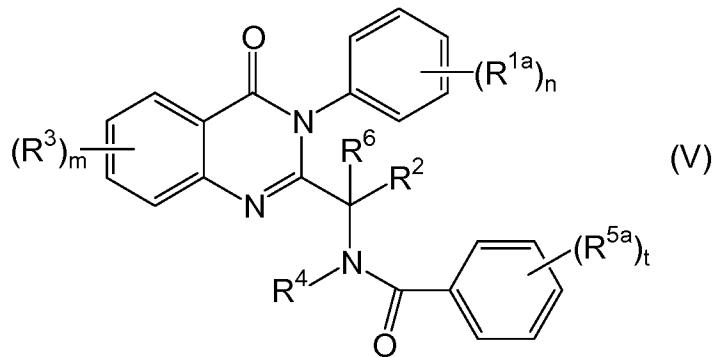
4-*tert*-butyl-*N*-(1-{3-[4-(2-methoxyethoxy)phenyl]-4-oxo-3,4-dihydroquinazolin-2-yl}ethyl)-*N*-methylbenzenesulfonamide.

12. (Canceled)

13. (Canceled)

14. (Canceled)

15. (Currently amended) The compound of Claim 2 wherein the compound of formula (II) is a compound of formula (V):



wherein:

m is an integer from 0 to 4;

n is an integer from 0 to 5;

t is an integer from 0 to 5;

each R^{1a} is selected from the group consisting of alkyl, alkoxy, aralkoxy, halo, haloalkyl, haloalkoxy, amino, alkylamino, and dialkylamino;

R², R⁴ and R⁶ are each independently hydrogen or alkyl;

each R³ is independently selected from the group consisting of alkyl, alkoxy, and halo; and

each R^{5a} is independently selected from the group consisting of alkyl, alkoxy, alkoxycarbonyl, halo, and aryl;

or two adjacent R^{5a} groups form phenyl, 5-6 membered heteroaryl, O-(CH₂)_y-O-, -S-(CH₂)_y-O-, or -S-(CH₂)_y-S-; an aryl, heterocyclic or heteroaryl

16. (Original) The compound of claim 15 wherein m is 0 or 1, n is 1 and each R^{1a} is alkoxy.

17. (Original) The compound of claim 16 selected from the group consisting of the following:

4-chloro-N-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzamide;

3-methoxy-N-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzamide;

4-methoxy-*N*-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzamide;

4-*tert*-butyl-*N*-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzamide;

N-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-terephthalamic acid methyl ester;

2,4-dichloro-*N*-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzamide;

benzo[1,3]dioxole-5-carboxylic acid [3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]amide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

N-{1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylterephthalamic acid methyl ester;

2-methoxy-*N*-{1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

3-methoxy-*N*-{1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

4-methoxy-*N*-{1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-methoxyphenyl)-8-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-8-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-methoxyphenyl)-5-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-5-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[7-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[7-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[8-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[8-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[5-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[5-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[6-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[6-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

4-tert-butyl-N-{1-[3-(3-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(3-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-tert-butyl-N-{1-[3-(2-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(2-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[8-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-tert-butyl-N-{1-[8-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzamide; and

4-tert-butyl-N-{1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzamide.

18. (Original) The compound of claim 15 wherein m is 0 or 1, n is 1, 2 or 3 and each R^{1a} is selected from alkyl.

19. (Original) The compound of claim 18 selected from the group consisting of the following:

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzamide;

4-tert-butyl-N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzamide;

benzo[1,3]dioxole-5-carboxylic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]amide;

2,4-dichloro-N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-terephthalamic acid methyl ester;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-terephthalamic acid methyl ester;

benzo[1,3]dioxole-5-carboxylic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methylamide;

4-*tert*-butyl-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methylbenzamide;

4-*tert*-butyl-*N*-{1-[3-(3,5-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(3,5-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-*tert*-butyl-*N*-{1-[3-(4-*tert*-butyl-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-*tert*-butyl-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-*tert*-butyl-*N*-methyl-*N*-[1-(4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]-benzamide;

benzo[1,3]dioxole-5-carboxylic acid methyl-[1-(4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]amide;

benzo[1,3]dioxole-5-carboxylic acid [1-(6-bromo-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]methylamide; and

N-[1-(6-bromo-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]-4-*tert*-butyl-*N*-methylbenzamide.

20. (Original) The compound of claim 15 wherein m is 0 or 1, n is 0 or 1 and each R^{1a} is independently selected from dialkylamino, aralkoxy, halo, haloalkyl and haloalkoxy.

21. (Original) The compound of claim 20 selected from the group consisting of the following:

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-dimethylamino-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-tert-butyl-N-{1-[3-(4-dimethylamino-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-benzyloxy-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

N-{1-[3-(4-benzyloxy-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-tert-butyl-N-methylbenzamide;

N-{1-[3-(4-chlorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-2-methoxy-N-methylbenzamide;

N-{1-[3-(4-chlorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-3-methoxy-N-methylbenzamide;

N-{1-[3-(4-chlorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-methoxy-N-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-chlorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

N-{1-[3-(4-chlorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methyl-terephthalamic acid methyl ester;

4-tert-butyl-N-{1-[3-(4-chlorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzamide;

4-tert-butyl-N-methyl-N-[1-(4-oxo-3-phenyl-3,4-dihydroquinazolin-2-yl)ethyl]benzamide;

benzo[1,3]dioxole-5-carboxylic acid methyl-[1-(4-oxo-3-phenyl-3,4-dihydroquinazolin-2-yl)ethyl]amide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-bromophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

N-{1-[3-(4-bromophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-tert-butyl-N-methylbenzamide;

4-*tert*-butyl-*N*-methyl-*N*-{1-[4-oxo-3-(4-trifluoromethoxyphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}benzamide; and

benzo[1,3]dioxole-5-carboxylic acid methyl-{1-[4-oxo-3-(4-trifluoromethoxyphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}-amide;

4-*tert*-butyl-*N*-{1-[3-(4-fluorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid methyl-{1-[4-oxo-3-(4-trifluoromethylphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}-amide; and

4-*tert*-butyl-*N*-methyl-*N*-{1-[4-oxo-3-(4-trifluoromethylphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}-benzamide.

22. (Original) The compound of claim 1 wherein R¹ is hydrogen, optionally substituted alkyl, optionally substituted aryl, or optionally substituted aralkyl.

23. (Canceled)

24. (Canceled)

25. (Previously presented) The compound of claim 22 wherein R¹ is optionally substituted phenyl, and is selected with the proviso that it is not substituted at the 3- or 4-position with -C(OH)(CF₃)₂.

26. (Currently amended) The compound of claim 2 wherein any two R^{1a} or R³ groups, which substitute adjacent carbons on the ring, together form alkylene, alkenylene, C₆cycloalkylene, phenylene, alkylenedioxy, thioalkylenoxy, or alkylenedithioxy-O-(CH₂)_y-O-, -S-(CH₂)_y-O- or -S-(CH₂)_y-S-, where y is 1 or 2.

27. (Original) The compound of claim 2 wherein R^{1a} is not -C(OH)(CF₃)₂.

28. (Original) The compound of claim 1 wherein R⁶ is hydrogen.

29. (Canceled)

30. (Original) The compound of claim 1 wherein m is 1.

31. (Original) The compound of claim 2 wherein each R^{1a} is independently halo, pseudohalo, optionally substituted alkyl, optionally substituted alkoxy, optionally substituted aryl, optionally substituted dialkylamino, optionally substituted aralkoxy, hydroxy, optionally substituted heteroaryl, optionally substituted heterocyclyl or optionally substituted cycloalkyl.

32. (Canceled)

33. (Previously presented) The compound of claim 31 wherein each R^{1a} is independently chloro, fluoro, ethyl, methyl, methoxy, bromo, cyano, phenyl, *tert*-butyl, trifluoromethoxy, dimethylamino, trifluoromethyl, benzyloxy, hydroxy, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 2-chlorophenyl, 3-chlorophenyl, 4-chlorophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 4-methoxyphenyl, ethoxy, isopropoxy, butoxy, isobutoxy, 2-(*N*-morpholino)ethoxy, 2-methoxyethoxy, 4-cyanophenyl, 2-thienyl, 3-thienyl, 3-methoxycarbonylphenyl, 4-methoxycarbonylphenyl, 3-carboxyphenyl, *N*-pyrrolidinyl, or *N*-morpholinyl.

34. (Original) The compound of claim 1 wherein R² is hydrogen or optionally substituted alkyl, and R⁶ is hydrogen.

35. (Canceled)

36. (Previously presented) The compound of claim 34 wherein R² is hydrogen, methyl or ethyl.

37. (Original) The compound of claim 1 wherein each R³ is independently optionally substituted alkyl, halo, pseudohalo, optionally substituted alkoxy, hydroxy, optionally substituted aralkoxy, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heterocyclyl, or optionally substituted cycloalkyl.

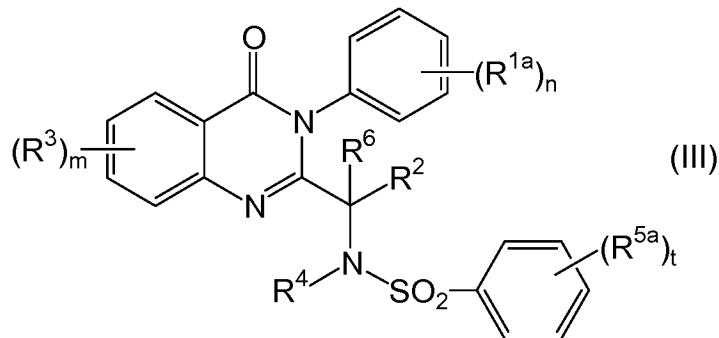
38. (Canceled)

39. (Previously presented) The compound of claim 37 wherein each R³ is independently methyl, chloro, methoxy, hydroxy, bromo, ethoxy, isopropoxy, isobutoxy, butoxy, benzyloxy, ethoxycarbonylmethoxy, phenyl, 2-thienyl, 3-thienyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 2-chlorophenyl, 3-chlorophenyl, 4-chlorophenyl, 3-methoxyphenyl, 4-methoxyphenyl, 4-carboxyphenyl, N-pyrrolidinyl, N-morpholinyl, 3-methoxycarbonylphenyl, 4-methoxycarbonylphenyl, 3-carboxyphenyl, 4-cyanophenyl, or piperidinyl.

40. (Original) The compound of claim 1 wherein one of R⁴ and R⁵ is -SO₂-(optionally substituted aryl).

41. (Original) The compound of claim 1 wherein one of R⁴ and R⁵ is -SO₂-(optionally substituted phenyl).

42. (Currently amended) The compound of claim 2 wherein the compound has formula (III):



or a pharmaceutically acceptable derivative salt thereof, wherein:

t is an integer from 0 to 5;

R^{1a}, R², R³, R⁴, R⁶, n and m are as defined above;

each R^{5a} is independently optionally substituted alkyl, optionally substituted alkoxy, optionally substituted heteroaryl, optionally substituted aryl, optionally substituted heterocyclyl, halo, pseudohalo;

or any two R^{5a} substituents, which substitute adjacent atoms on the ring, together form phenyl, O-(CH₂)_y-O-, -S-(CH₂)_y-O-, or -S-(CH₂)_y-S- a optionally substituted cycloalkyl,

~~optionally substituted heterocycl~~, ~~optionally substituted aryl~~, or optionally substituted heteroaryl ring having 5 or 6 members in the ring and where the heteroatoms, if present, are selected from O, S and optionally substituted N;

where R^{5a}, when substituted, is substituted with ~~one or more, in one embodiment one to five, in another embodiment~~ one, two or three, substituents each independently selected from Q²-Q⁴, as defined above.

43. (Currently amended) The compound of claim 42 wherein any two R^{5a} groups, which substitute adjacent carbons on the ring, together form -N=C(R²⁹)-C(R²⁹)=C(R²⁹)- or -C(R²⁹)=C(R²⁹)-C(R²⁹)=C(R²⁹)-,

where each R²⁹ is independently hydrogen, halo, pseudohalo, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocycl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aralkyl, or optionally substituted heteroaralkyl;

where R^{5a} and R²⁹, when substituted, are substituted with ~~one or more, in one embodiment one to five, in another embodiment~~ one, two or three, substituents each independently selected from Q²-Q⁴, as defined above.

44. (Canceled)

45. (Original) The compound of claim 42 wherein each R^{5a} is independently *tert*-butyl, methoxy, methyl, trifluoromethoxy, 2-thienyl, fluoro, chloro, trifluoromethyl, phenyl, cyano, *n*-propyl, 1,1-dimethylpropyl, isopropyl, butoxy or *n*-butyl; or any two R^{5a} groups, which substitute adjacent carbons on the ring, together form -N=C(H)-C(H)=CH- or -C(H)=C(H)-C(H)=C(H)-.

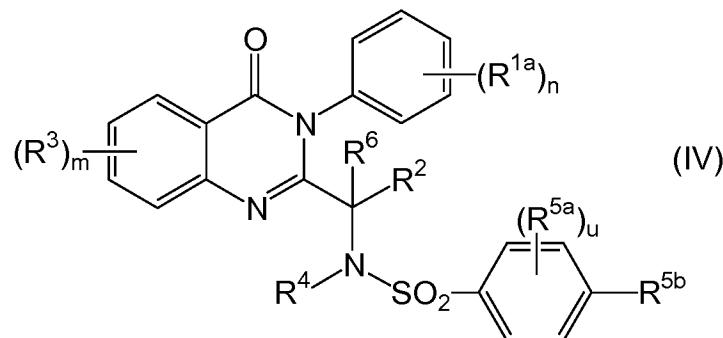
46. (Original) The compound of claim 42 wherein R⁴ is hydrogen, optionally substituted alkyl, optionally substituted aralkyl, or optionally substituted heteroaralkyl.

47. (Canceled)

48. (Previously presented) The compound of claim 46 wherein R⁴ is hydrogen, methyl, 2-methoxy-1-ethyl, propyl, isobutyl, butyl, pentyl, isopentyl, hexyl, benzyl, phenethyl or 2-thienylmethyl.

49. (Original) The compound of claim 42 wherein one R^{5a} group is 4-*tert*-butyl or 4-isopropyl.

50. (Currently amended) The compound of claim 2 wherein the compound has formula (IV):



or a pharmaceutically acceptable derivative salt thereof, wherein R^{1a}, R², R³, R⁴, R⁶, R^{5a}, m and n are selected as above; wherein u is an integer from 0 to 4; and R^{5b} is *tert*-butyl or isopropyl.

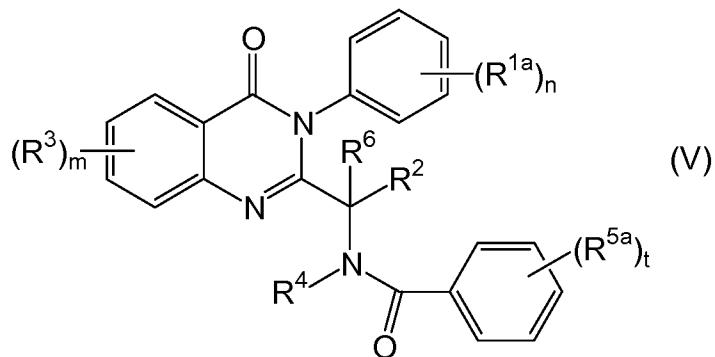
51. (Canceled)

52. (Canceled)

53. (Original) The compound of claim 1 wherein one of R⁴ and R⁵ is -C(O)-(optionally substituted aryl).

54. (Original) The compound of claim 53 wherein one of R⁴ and R⁵ is -C(O)-(optionally substituted phenyl).

55. (Currently amended) The compound of claim 2 wherein the compound has formula (V):



or a pharmaceutically acceptable derivative salt thereof, wherein R^{1a} , R^2 , R^3 , R^4 , R^6 , R^{5a} , t , n and m are as defined above, wherein t is 0, 1, 2, 3, 4, or 5.

56. (Currently amended) The compound of claim 55 wherein each R^{1a} is independently halo, optionally substituted alkyl, or optionally substituted alkoxy, where the substituents, when present, are each independently selected from Q^1 , as defined above.

57. (Canceled)

58. (Previously presented) The compound of claim 56 wherein each R^{1a} is independently methoxy, methyl, chloro or fluoro.

59. (Currently amended) The compound of claim 55 wherein R^2 is hydrogen or optionally substituted alkyl, where the substituents, when present, are each independently selected from Q^1 , as defined above.

60. (Canceled)

61. (Previously presented) The compound of claim 59 wherein R^2 is hydrogen or methyl.

62. (Currently amended) The compound of claim 55 wherein each R³ is independently hydrogen or optionally substituted alkoxy, where the substituents, when present, are each independently selected from Q¹, ~~as defined above~~.

63. (Canceled)

64. (Previously presented) The compound of claim 62 wherein each R³ is independently hydrogen or methoxy.

65. (Currently amended) The compound of claim 55 wherein R⁴ is optionally substituted alkyl, where the substituents, when present, are each independently selected from Q¹, ~~as defined above~~.

66. (Canceled)

67. (Previously presented) The compound of claim 65 wherein R⁴ is methyl or butyl.

68. (Original) The compound of claim 55 wherein R⁶ is hydrogen.

69. (Currently amended) The compound of claim 55 wherein each R^{5a} is independently optionally substituted alkyl, where the substituents, when present, are each independently selected from Q²Q⁴, ~~as defined above~~.

70. (Canceled)

71. (Previously presented) The compound of claim 69 wherein R^{5a} is *tert*-butyl.

72. (Currently amended) The compound of claim 1 wherein one of R⁴ and R⁵ is -C(O)-(optionally substituted alkyl), where the substituents, when present, are each independently selected from Q¹, ~~as defined above~~.

73. (Canceled)

74. (Previously presented) The compound of claim 72 wherein one of R⁴ and R⁵ is -C(O)-octyl.

75. (Currently amended) The compound of claim 1 wherein one of R⁴ and R⁵ is ~~-C(O)-N(R⁷)₂-C(O)-N(R⁸)R⁹~~, where R⁸ and R⁹ are each R⁷ is independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, and optionally substituted heterocyclylalkyl;

~~or R⁸ and R⁹ together form alkylene, alkenylene, alkyleneoxyalkylene or alkyleneazaalkylene; where R⁸ and R⁹ are each R⁷ is independently unsubstituted or substituted with one or more, in one embodiment one to five, in another embodiment one, two or three, substituents each independently selected from Q¹, as defined above.~~

76. (Currently amended) The compound of claim 75 wherein R⁸ and R⁹ are each R⁷ is independently selected from hydrogen, optionally substituted cycloalkyl, and optionally substituted aryl.

77. (Canceled)

78. (Currently amended) The compound of claim 76 wherein R⁸-one R⁷ is hydrogen and R⁹-the other R⁷ is cyclohexyl, 4-nitrophenyl, 2-methoxyphenyl, 3-cyanophenyl, 3,4-dichlorophenyl, 2,6-diisopropylphenyl, 2-methylphenyl, 2-trifluoromethylphenyl, 2-fluorophenyl, 3-fluorophenyl, 3-methylphenyl, 3-chlorophenyl, 2,6-dimethylphenyl or 3-trifluoromethylphenyl.

79. (Canceled)

80. (Previously presented) The compound of claim 1 wherein R⁴ and R⁵ together form -CH₂-C(H)(Me)-N(R³⁰)-CH₂-CH₂-, where R³⁰ is optionally substituted heteroarylcarbonyl, optionally substituted alkylcarbonyl, optionally substituted arylcarbonyl,

optionally substituted arylsulfonyl, optionally substituted alkylaminocarbonyl, or optionally substituted arylaminocarbonyl.

81. (Original) The compound of claim 80 wherein R³⁰ is 2-thienylcarbonyl, butyryl, 4-fluorobenzoyl, benzyloxyacetyl, diphenylacetyl, 4-nitrobenzoyl, 2,5-dichlorobenzenesulfonyl, *tert*-butylaminocarbonyl, phenylaminocarbonyl, 2,3-dichlorophenylaminocarbonyl, 4-*tert*-butylphenylsulfonyl or 3,4-methylenedioxybenzoyl.

82. (Canceled)

83. (Previously presented) The compound of claim 1 wherein Q² is nitro, fluoro, benzyloxy or chloro; or two Q² groups, which substitute adjacent carbons, together form methylenedioxy.

84. (Previously presented) A method of treating, preventing, or ameliorating the symptoms of a disease or disorder that is modulated or otherwise affected by nuclear receptor activity or in which nuclear receptor activity is implicated, comprising administering to a subject in need thereof an effective amount of a compound of claim 1.

85. (Original) The method of claim 84, wherein the disease or disorder is selected from hypercholesterolemia, hyperlipoproteinemia, hypertriglyceridemia, lipodystrophy, hyperglycemia, diabetes mellitus, dyslipidemia, atherosclerosis, gallstone disease, acne vulgaris, acneiform skin conditions, diabetes, Parkinson's disease, cancer, Alzheimer's disease, inflammation, immunological disorders, lipid disorders, obesity, conditions characterized by a perturbed epidermal barrier function, hyperlipidemia, cholestasis, peripheral occlusive disease, ischemic stroke, conditions of disturbed differentiation or excess proliferation of the epidermis or mucous membrane, and cardiovascular disorders.

86. (Previously presented) A method of reducing cholesterol levels in a subject in need thereof, comprising administering an effective amount of a compound of claim 1.

87. (Previously presented) A method of treating, preventing, or ameliorating one or more symptoms of a disease or disorder which is affected by cholesterol, triglyceride, or bile acid levels, comprising administering to a subject in need thereof an effective amount of a compound of claim 1.

88. (Previously presented) A method of modulating nuclear receptor activity, comprising contacting the nuclear receptor with a compound of claim 1.

89. (Original) The method of claim 88, wherein the nuclear receptor is an orphan nuclear receptor.

90. (Original) The method of claim 88, wherein the nuclear receptor is farnesoid X receptor (FXR).

91. (Original) The method of claim 88, wherein the compound is a nuclear receptor agonist.

92. (Original) The method of claim 88, wherein the compound is a nuclear receptor antagonist.

93. (Previously presented) A method of modulating cholesterol metabolism, comprising administering an effective amount of a compound of claim 1.

94. (Previously presented) A method of treating, preventing or ameliorating one or more symptoms of hypocholesterolemia in a subject in need thereof, comprising administering an effective amount of a compound of claim 1.

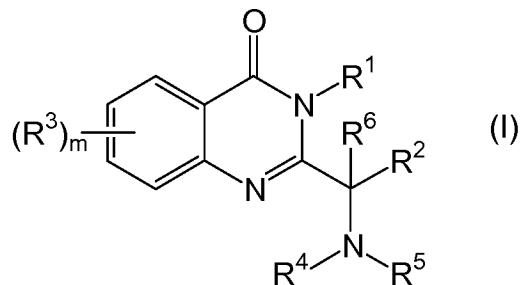
95. (Previously presented) A method of increasing cholesterol efflux from cells of a subject, comprising administering an effective amount of a compound of claim 1.

96. (Previously presented) A method of increasing the expression of ATP-Binding Cassette (ABC1) in the cells of a subject, comprising administering an effective amount of a compound of claim 1.

97. (Previously presented) An *in vitro* method for altering nuclear receptor activity, comprising contacting the nuclear receptor with a compound of claim 1.

98. (Previously presented) The method of claim 84, wherein a second active agent selected from antihyperlipidemic agents, plasma HDL-raising agents, antihypercholesterolemic agents, cholesterol biosynthesis inhibitors (such as HMG CoA reductase inhibitors, such as lovastatin, simvastatin, pravastatin, fluvastatin, atorvastatin and rivastatin), acyl-coenzyme A:cholesterol acytransferase (ACAT) inhibitors, probucol, raloxifene, nicotinic acid, niacinamide, cholesterol absorption inhibitors, bile acid sequestrants (such as anion exchange resins, or quaternary amines (*e.g.*, cholestyramine or colestipol)), low density lipoprotein receptor inducers, clofibrate, fenofibrate, benzofibrate, cipofibrate, gemfibrozil, vitamin B₆, vitamin B₁₂, anti-oxidant vitamins, β-blockers, anti-diabetes agents, angiotensin II antagonists, angiotensin converting enzyme inhibitors, platelet aggregation inhibitors, fibrinogen receptor antagonists, aspirin and fibric acid derivatives; is administered simultaneously with, prior to, or after administration of the compound.

99. (Currently amended) A pharmaceutical composition, comprising, in a pharmaceutically acceptable carrier, a compound of formula (I):



wherein:

m is an integer from 0 to 4;

R¹ is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally

substituted heterocyclalkyl, -OR⁷ or -N(R⁸)R⁹, with the proviso that R¹ is not 3- or 4-(1,1,1,3,3,3-hexafluoro-2-hydroxy-2-propyl)phenyl;

R², R⁴, R⁵ and R⁶ are selected from (a) and (b) as follows:

(a) R² and R⁶ are selected from (i) and (ii) as follows: (i) R² and R⁶ are each independently hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, or optionally substituted heterocyclalkyl; or (ii) R² and R⁶ together form optionally substituted alkylene or optionally substituted alkenylene; and

R⁴ and R⁵ are selected from (i) and (ii) as follows: (i) R⁴ and R⁵ are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -N(R⁸)R⁹, -OR⁷, -S(O)_jR¹¹ where j is 1 or 2, -B(R²²)₂, -P(R²²)₂, -P(O)(R²²)₂ and -C(E)R²³, where E is selected from O, S and NR⁷; or (ii) R⁴ and R⁵ together form optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkyleneoxyalkylene or optionally substituted alkyleneazaalkylene; or

(b) R² and R⁵, or R² and R⁴, or R⁶ and R⁵, or R⁶ and R⁴, together form a 4, 5, 6 or 7 membered optionally substituted heterocyclyl group, or a 5 or 6 membered optionally substituted heteroaryl group; and the remainder of R², R⁴, R⁵ and R⁶ are each independently selected as in (i) above;

each R³ is independently selected from the group consisting of halo, pseudohalo, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -N(R¹²)R¹³, -OR¹⁴, -C(E)R¹⁵ where E is O, S or NR⁷, and -S(O)_yR¹⁶ where y is 0, 1 or 2;

or any two R³ groups, which substitute adjacent carbons on the ring, together form optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkylenedioxy, optionally substituted thioalkylenoxy, or optionally substituted alkylenedithioxy;

each R⁷ is independently selected from the group consisting of hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, and optionally substituted heterocyclylalkyl;

R⁸ and R⁹ are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -S(O)_jR¹⁰ where j is 1 or 2, and -C(M)R¹¹, where M is selected from O and S;

or R⁸ and R⁹ together form alkylene, alkenylene, alkyleneoxyalkylene or alkyleneazaalkylene;

each R¹⁰ is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, and optionally substituted heterocyclylalkyl;

each R¹¹ is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -OR¹⁰ and -N(R⁷)₂;

R^{12} and R^{13} are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, $-C(M)R^{17}$ where M is O or S, and $-S(O)_jR^{18}$ where j is 1 or 2;

or R^{12} and R^{13} together form optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkyleneoxyalkylene or optionally substituted alkyleneazaalkylene;

R^{14} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl or $-C(M)R^{17}$ where M is O or S;

R^{15} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, $-OH$, $-OR^{14}$ or $-N(R^{12})R^{13}$;

R^{16} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, $-OH$, $-OR^{19}$ or $-N(R^{20})R^{21}$;

R^{17} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, $-OR^{19}$ or $-N(R^{20})R^{21}$;

R^{18} is optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -OR¹⁹ or -N(R²⁰)R²¹;

R^{19} is alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl or heteroaralkyl;

R^{20} and R^{21} are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl,

or R^{20} and R^{21} together form alkylene, alkenylene, alkyleneoxyalkylene or alkyleneazaalkylene;

each R^{22} is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -OR⁷ and -N(R⁷)₂;

R^{23} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -OR¹⁰, -N(R⁷)₂, or -N(R⁷)N(R⁷)₂;

wherein each of the above R¹-R²³ groups, when substituted, are substituted with one or more substituents each independently selected from Q¹, where Q¹ is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, carboxy, carboxyalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl,

alkyldiarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, cycloalkylcarbonyl, heterocyclcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxycarbonyl, aryloxycarbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclloxy, heterocyclalkoxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyoxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxycarbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminoxyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxycarbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxycarbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclsulfonylamino, heteroarylthio, azido, $-N^+(R^{24})_3$, $-P(R^{25})_2$, $-P(O)(R^{25})_2$, $-OP(O)(R^{25})_2$, $-N(R^{24})C(O)R^{26}$, dialkylphosphonyl, alkylarylphtosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, carboxyalkylthio, thiocyano, isothiocyanato, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxy sulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, alkylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxy sulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylamino sulfonyl; or two Q¹ groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form **alkylenedioxy** (*i.e.*, $-O-(CH_2)_y-O-$), **thioalkylenoxy** (*i.e.*, $-S-(CH_2)_y-O-$) or **alkylenedithioxy** (*i.e.*, $-S-(CH_2)_y-S-$) where y is 1 or 2; or two Q¹ groups, which substitute the same atom, together form alkylene;

each R²⁴ is independently selected from the group consisting of hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl and heterocyclylalkyl;

each R²⁵ is independently selected from the group consisting of hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl and -N(R²⁷)R²⁸,

R²⁶ is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or -N(R²⁷)R²⁸;

R²⁷ and R²⁸ are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl,

or R²⁷ and R²⁸ together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

and each Q¹ is optionally substituted by one or more substituents selected from Q²; where each Q² is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, carboxy, carboxyalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyldiarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxy carbonyl, alkoxy carbonylalkyl, aryloxycarbonyl, aryloxycarbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclloxy, heterocyclylalkoxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyoxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxy carbonyloxy, aryloxycarbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylamino carbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diaryl aminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diaryl amino, alkylarylamino, alkylcarbonylamino, alkoxy carbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonyl aminoalkyl, aryloxycarbonyl aminoalkyl, aryloxyarylcarbonylamino, aryloxycarbonylamino, alkylsulfonylamino, arylsulfonylamino,

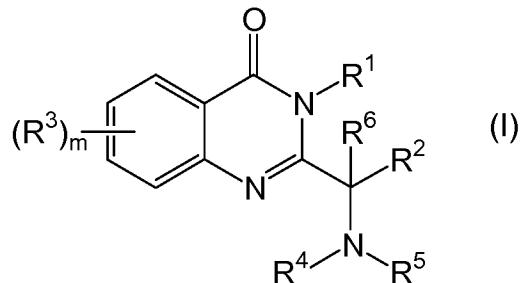
heteroarylsulfonylamino, heterocyclsulfonylamino, heteroarylthio, azido, $-N^+(R^{24})_3$, $-P(R^{25})_2$, $-P(O)(R^{25})_2$, $-OP(O)(R^{25})_2$, $-N(R^{24})C(O)R^{26}$, dialkylphosphonyl, alkylarylpshophonyl, diarylpshophonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, carboxyalkylthio, thiocyano, isothiocyanato, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxy sulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylamino sulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxy sulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylamino sulfonyl; or two Q^2 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy (*i.e.*, $-O-(CH_2)_y-O-$), thioalkylenoxy (*i.e.*, $-S-(CH_2)_y-O-$) or alkylenedithioxy (*i.e.*, $-S-(CH_2)_y-S-$) where y is 1 or 2; or two Q^2 groups, which substitute the same atom, together form alkylene,

~~where R^{24} , R^{25} , R^{26} , R^{27} and R^{28} are as defined above;~~

as a stereoisomer, racemate or mixture thereof; or as a pharmaceutically acceptable derivative salt thereof.

100. (Currently amended) A pharmaceutical composition, comprising, in a pharmaceutically acceptable carrier:

(i) a compound of formula (I):



wherein:

m is an integer from 0 to 4;

R^1 is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted

aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OR⁷ or -N(R⁸)R⁹, with the proviso that R¹ is not 3- or 4-(1,1,1,3,3,3-hexafluoro-2-hydroxy-2-propyl)phenyl;

R², R⁴, R⁵ and R⁶ are selected from (a) and (b) as follows:

(a) R² and R⁶ are selected from (i) and (ii) as follows: (i) R² and R⁶ are each independently hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, or optionally substituted heterocyclalkyl; or (ii) R² and R⁶ together form optionally substituted alkylene or optionally substituted alkenylene; and

R⁴ and R⁵ are selected from (i) and (ii) as follows: (i) R⁴ and R⁵ are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -N(R⁸)R⁹, -OR⁷, -S(O)_jR¹¹ where j is 1 or 2, -B(R²²)₂, -P(R²²)₂, -P(O)(R²²)₂ and -C(E)R²³, where E is selected from O, S and NR⁷; or (ii) R⁴ and R⁵ together form optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkyleneoxyalkylene or optionally substituted alkyleneazaalkylene; or

(b) R² and R⁵, or R² and R⁴, or R⁶ and R⁵, or R⁶ and R⁴, together form a 4, 5, 6 or 7 membered optionally substituted heterocycl group, or a 5 or 6 membered optionally substituted heteroaryl group; and the remainder of R², R⁴, R⁵ and R⁶ are each independently selected as in (i) above;

each R³ is independently selected from the group consisting of halo, pseudohalo, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted

heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -N(R¹²)R¹³, -OR¹⁴, -C(E)R¹⁵ where E is O, S or NR⁷, and -S(O)_yR¹⁶ where y is 0, 1 or 2; or any two R³ groups, which substitute adjacent carbons on the ring, together form optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkylenedioxy, optionally substituted thioalkylenoxy, or optionally substituted alkylenedithioxy; each R⁷ is independently selected from the group consisting of hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, and optionally substituted heterocyclalkyl;

R⁸ and R⁹ are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -S(O)_jR¹⁰ where j is 1 or 2, and -C(M)R¹¹, where M is selected from O and S;

or R⁸ and R⁹ together form alkylene, alkenylene, alkyleneoxyalkylene or alkyleneazaalkylene;

each R¹⁰ is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, and optionally substituted heterocyclalkyl;

each R¹¹ is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl,

optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OR¹⁰ and -N(R⁷)₂;

R¹² and R¹³ are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -C(M)R¹⁷ where M is O or S, and -S(O)_jR¹⁸ where j is 1 or 2;

or R¹² and R¹³ together form optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkyleneoxyalkylene or optionally substituted alkyleneazaalkylene;

R¹⁴ is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl or -C(M)R¹⁷ where M is O or S;

R¹⁵ is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OH, -OR¹⁴ or -N(R¹²)R¹³;

R¹⁶ is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OH, -OR¹⁹ or -N(R²⁰)R²¹;

R¹⁷ is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted

aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OR¹⁹ or -N(R²⁰)R²¹;

R¹⁸ is optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OR¹⁹ or -N(R²⁰)R²¹;

R¹⁹ is alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl or heteroaralkyl;

R²⁰ and R²¹ are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl,

or R²⁰ and R²¹ together form alkylene, alkenylene, alkyleneoxyalkylene or alkyleneazaalkylene;

each R²² is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OR⁷ and -N(R⁷)₂;

R²³ is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OR¹⁰, -N(R⁷)₂, or -N(R⁷)N(R⁷)₂;

wherein each of the above R¹-R²³ groups, when substituted, are substituted with one or more substituents each independently selected from Q¹, where Q¹ is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, carboxy, carboxyalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl

containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyldiarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, cycloalkylcarbonyl, heterocyclylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxycarbonyl, aryloxycarbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclloxy, heterocyclalkoxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyoxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxycarbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminoxyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminolalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminolalkyl, aryloxycarbonylaminolalkyl, aryloxyarylcarbonylamino, aryloxycarbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclsulfonylamino, heteroarylthio, azido, $-N^+(R^{24})_3$, $-P(R^{25})_2$, $-P(O)(R^{25})_2$, $-OP(O)(R^{25})_2$, $-N(R^{24})C(O)R^{26}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, carboxyalkylthio, thiocyano, isothiocyanato, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxy sulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxy sulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q¹ groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form ~~alkylenedioxy~~ (*i.e.*, $-O-(CH_2)_y-O-$),

~~thioalkylenoxy~~ (*i.e.*, -S-(CH₂)_y-O-) or ~~alkylenedithioxy~~ (*i.e.*, -S-(CH₂)_y-S-) where y is 1 or 2; or two Q¹ groups, which substitute the same atom, together form alkylene;

each R²⁴ is independently selected from the group consisting of hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl and heterocyclylalkyl;

each R²⁵ is independently selected from the group consisting of hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl and -N(R²⁷)R²⁸,

R²⁶ is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or -N(R²⁷)R²⁸;

R²⁷ and R²⁸ are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl,

or R²⁷ and R²⁸ together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

and each Q¹ is optionally substituted by one or more substituents selected from Q²; where each Q² is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, carboxy, carboxyalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyldiarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxycarbonyl, aryloxycarbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclloxy, heterocyclylalkoxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyoxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxycarbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminoxy, diarylaminocarbonyloxy, guanidino, isothioureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino,

arylcarbonylamino, arylcarbonylaminoalkyl, aryloxycarbonylaminoalkyl,
aryloxyarylcarbonylamino, aryloxycarbonylamino, alkylsulfonylamino, arylsulfonylamino,
heteroarylsulfonylamino, heterocyclsulfonylamino, heteroarylthio, azido, -N⁺(R²⁴)₃, -P(R²⁵)₂,
-P(O)(R²⁵)₂, -OP(O)(R²⁵)₂, -N(R²⁴)C(O)R²⁶, dialkylphosphonyl, alkylarylphtosphonyl,
diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, carboxyalkylthio,
thiocyanato, isothiocyanato, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy,
hydroxysulfonyloxy, alkoxy sulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy,
dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy,
alkylarylamino sulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl,
hydroxysulfonyl, alkoxy sulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl,
arylamino sulfonyl, diarylaminosulfonyl or alkylarylamino sulfonyl; or two Q² groups, which
substitute atoms in a 1,2 or 1,3 arrangement, together form ~~alkylenedioxy~~ (*i.e.*, -O-(CH₂)_y-O-),
~~thioalkylenoxy~~ (*i.e.*, -S-(CH₂)_y-O-) or ~~alkylenedithioxy~~ (*i.e.*, -S-(CH₂)_y-S-) where y is 1 or 2; or
two Q² groups, which substitute the same atom, together form alkylene,

~~where R²⁴, R²⁵, R²⁶, R²⁷ and R²⁸ are as defined above;~~

as a stereoisomer, racemate or mixture thereof; or as a pharmaceutically
acceptable derivative salt thereof; and

(ii) one or more of a second active agent selected from antihyperlipidemic
agents, plasma HDL-raising agents, antihypercholesterolemic agents, cholesterol biosynthesis
inhibitors (such as HMG CoA reductase inhibitors, such as lovastatin, simvastatin, pravastatin,
fluvastatin, atorvastatin and rivastatin), acyl-coenzyme A:cholesterol acytransferase (ACAT)
inhibitors, probucol, raloxifene, nicotinic acid, niacinamide, cholesterol absorption inhibitors,
bile acid sequestrants (such as anion exchange resins, or quaternary amines (*e.g.*, cholestyramine
or colestipol)), low density lipoprotein receptor inducers, clofibrate, fenofibrate, benzofibrate,
ciprofibrate, gemfibrozil, vitamin B₆, vitamin B₁₂, anti-oxidant vitamins, β-blockers, LXR □ or □
agonists or antagonists, anti-diabetes agents, angiotensin II antagonists, angiotensin converting
enzyme inhibitors, platelet aggregation inhibitors, fibrinogen receptor antagonists, aspirin and
fibric acid derivatives.

101. (Previously presented) A compound of Claim 1 selected from the group consisting of the following:

2-naphthalen-1-yl-ethanesulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-C-phenyl-methanesulfonamide;

2-phenyl-ethenesulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

thiophene-2-sulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

C-(7,7-dimethyl-2-oxo-bicyclo[2.2.1]hept-1-yl)-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-methanesulfonamide;

3,5-dimethyl-isoxazole-4-sulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-methanesulfonamide;

octane-1-sulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methylamide;

2-naphthalen-1-yl-ethanesulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methylamide;

2-phenyl-ethenesulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methylamide;

thiophene-2-sulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methylamide;

C-(7,7-dimethyl-2-oxo-bicyclo[2.2.1]hept-1-yl)-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methyl-methanesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methylmethanesulfonamide;

butane-1-sulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methylamide;

3-chloropropane-1-sulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methylamide;

[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-carbamic acid benzyl ester;

nonanoic acid {1-[3-(4-chlorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

nonanoic acid [3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]amide;

nonanoic acid {1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

nonanoic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-*tert*-butyl-N-methyl-N-[1-(3-methyl-4-oxo-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4-isopropyl-N-methyl-N-[1-(3-methyl-4-oxo-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

biphenyl-4-sulfonic acid methyl-[1-(3-methyl-4-oxo-3,4-dihydroquinazolin-2-yl)ethyl]amide;

4-methoxy-N-methyl-N-[1-(3-methyl-4-oxo-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4-chloro-N-methyl-N-[1-(3-methyl-4-oxo-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4-*tert*-butyl-N-methyl-N-[1-(3-methyl-4-oxo-3,4-dihydroquinazolin-2-yl)ethyl]benzamide;

3-(4-methoxyphenyl)-2-(1-methylaminoethyl)-3*H*-quinazolin-4-one;

3-(3,5-dimethylphenyl)-2-(1-methylaminoethyl)-3*H*-quinazolin-4-one;

2-(1-methylaminoethyl)-3-phenyl-3*H*-quinazolin-4-one;

3-(4-bromophenyl)-2-(1-methylaminoethyl)-3*H*-quinazolin-4-one;
3-(4-methoxyphenyl)-7-methyl-2-(1-methylaminoethyl)-3*H*-quinazolin-4-one;
8-methoxy-3-(4-methoxyphenyl)-2-(1-methylaminoethyl)-3*H*-quinazolin-4-one;
5-methoxy-3-(4-methoxyphenyl)-2-(1-methylaminoethyl)-3*H*-quinazolin-4-one;
6-methoxy-3-(4-methoxyphenyl)-2-(1-methylaminoethyl)-3*H*-quinazolin-4-one;
3-(4-dimethylamino-phenyl)-2-(1-methylaminoethyl)-3*H*-quinazolin-4-one;
3-(4-fluorophenyl)-2-(1-methylaminoethyl)-3*H*-quinazolin-4-one
4-*tert*-butyl-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;
4-*tert*-butyl-*N*-{1-[6-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;
4-*tert*-butyl-*N*-{1-[3-(4-chlorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;
4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;
4-*tert*-butyl-*N*-methyl-*N*-[1-(4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;
4-*tert*-butyl-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;
4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;
4-*tert*-butyl-*N*-{1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;
N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-*N*-methylbenzenesulfonamide; and
biphenyl-4-sulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide.

102. (Canceled)

103. (Previously presented) The compound of claim 50 having one or more features selected from the group consisting of the following:

- a) R^{1a} is selected from the group consisting of alkyl, hydroxy, alkoxy, alkoxyalkoxy, and aralkoxy;
- b) R^4 is hydrogen or alkyl;
- c) R^3 is independently selected from the group consisting of hydrogen, alkyl, alkoxy, and halo; and
- d) R^{5a} is independently selected from the group consisting of alkyl, alkoxy, halo, and alkylcarbonyl.

104. (Previously presented) The compound of claim 103 having one or more features selected from the group consisting of the following:

- a) R^{1a} is alkoxy;
- b) R^4 is alkyl;
- c) R^3 is selected from the group consisting of hydrogen, halo, alkoxy, and alkyl; and
- d) R^{5a} is selected from the group consisting of *tert*-butyl and isopropyl.

105. (New) The compound of claim 2 selected from the group consisting of the following:

2-phenyl-ethenesulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;
3,5-dimethyl-isoxazole-4-sulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;
N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-3-methoxy-N-methylbenzenesulfonamide; and
octane-1-sulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methylamide.